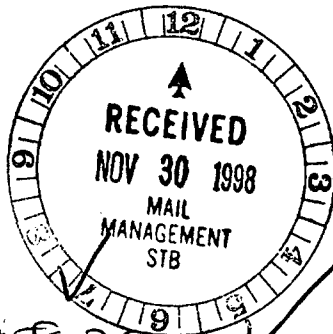




Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500



RECORDATION NO. 11858-252

FILED

NOV 30 '98

1-13 PM

November 25, 1998

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 30 1 13 PM '98

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1998, between Union Tank Car Company and State Street Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$52 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

encls
UTC4066



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/30/98

Jean Fowler
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606


Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/30/98 at 1:13PM , and

assigned recordation number(s). 11858-X and 11858-Y.

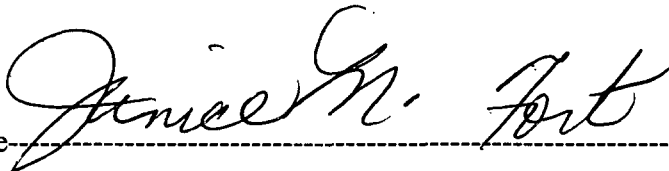
Sincerely Yours,


Vernon A. Williams

(2)
52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



BILL OF SALE

NOV 30 '98

1-13 PM

STATE STREET BANK AND TRUST COMPANY

as Trustee under Equipment Trust Agreement

Dated as of May 15, 1980 (Series 17)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that State Street Bank and Trust Company, as successor to The First National Bank of Boston, as Trustee under that certain Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

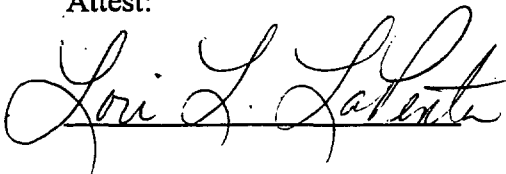

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1998.

STATE STREET BANK AND TRUST COMPANY

Attest:

By:
Its
ASSISTANT VICE PRESIDENT

UTC2044

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK) ss

On November 18, 1998, before me, a Notary Public in and for said State and County, personally appeared RAIMUND SEUSTATZEN and LORI LAPENTA, to me personally known, who being by me duly sworn did say that they are, respectively, ASS. VICE PRESIDENT and ASST SECRETARY of State Street Bank and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

BEVERLY ANN BURACK
Notary Public
My Commission Expires April 16, 2004

UTC2044

7/31/98

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 17 (R17)

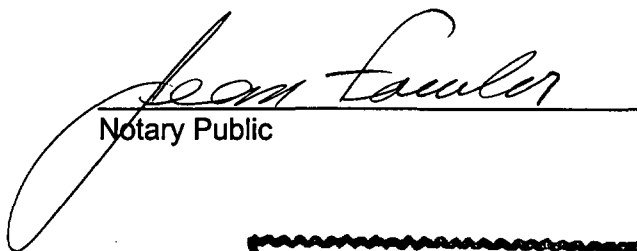
<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	BOXT	70 TON	NAR 50105, NAR 50124
15	COVE	2,900	UNPX 120402-120416
2	COVE	2,100	UNPX 121893, UNPX 121897
1	TA	13,600	UTLX 11373
1	TM	20,500	UTLX 57843
1	TM	20,600	UTLX 68631
1	TMI	13,300	UTLX 69594
1	TP	17,400	UTLX 27713
1	TP	24,800	UTLX 26032
2	TPI	13,300	UTLX 69710, UTLX 69741
1	TPI	33,800	UTLX 98925
2	T054	12,750	UTLX 11160, UTLX 11168
1	T054	14,000	UTLX 24881
1	T054	20,500	UTLX 68940
1	T054	23,500	UTLX 68965
<hr/>			
33	TOTAL		

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1998, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 23rd day of November, 1998.


Notary Public

